

## CHAPTER SCR 10 APPENDIX

## STATE BAR BY-LAWS

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**Note:** SCR Chapter 10 Appendix was amended March 24, 1981; April 20, 1982; June 13, 1982; June 10, 1983; October 14, 1983; June 15, 1984; August 26, 1988; January 4, 1990; June 19, 1991; September 13, 1991; June 17, 1992; April 2, 1993; April 19, 1993; June 16, 1993; October 21, 1993; June 22, 1994; January 23, 1996; September 20, 1997; January 25, 2000; April 14, 2000; February 12, 2008; June 12, 2013, July 3, 2014.

#### Article I. Membership. SECTION 1. MEMBERSHIP REGISTER.

The Association shall maintain a membership register for the enrollment of members of the State Bar, which shall contain as to each member a record showing the member's address, date of registration, class of original membership and each subsequent change of membership status, and such other information as may be required by the Board of Governors from time to time.

Every member shall enroll in the State Bar by signing and filing in the office of the Association a registration card showing the following information concerning the registrant:

- (a) Full name.
- (b) Residence address.
- (c) Office address. Location of principal office.
- (d) Date of admission to practice in Wisconsin.
- (e) Date of admission to practice in any state or states other than Wisconsin.
- (f) Date and place of birth; and in the case of a naturalized person, the date and place of naturalization.
- (g) Particulars regarding any previous suspension or revocation of right to practice law in any state or country.
- (h) Name of law school and year of graduation.
- (i) Social security number.

Every change after enrollment in respect of any of the matters above specified shall be promptly reported to the Executive Director. Communications from the Association to any member shall be sent to the latest address furnished by such member. At the time of enrollment of each member admitted to practice after these rules take effect, the Association shall deliver to the new member a copy of the lawyer's oath set forth in sec. 757.29, Wisconsin Statutes.

**SECTION 2. MEMBERSHIP DUES.** Membership dues shall be paid on the basis of a July 1 through June 30 fiscal year and shall be due and payable to the treasurer on July 1 beginning each year. Membership dues for the fiscal year in which admission to the State Bar occurs shall be paid by the due date stated on an initial dues statement as follows: (i) for those admitted between July 1 and December 31, full applicable annual dues; (ii) for those admitted between January 1 and April 30, one-half applicable annual dues; (iii) for those admitted between May 1 and June 30, no dues. The Board of Governors may exempt any member serving in the armed forces of the United States at the date of admission or at the beginning of any fiscal year, provided satisfactory proof of exemption is submitted to the Executive Director within 60 days of the date dues otherwise would be payable.

**SECTION 3. PENALTY FOR NONPAYMENT OF DUES.** (a) Any member admitted to the State Bar prior to July 1 whose dues are not paid by September 1 shall be notified of his or her delinquency and the consequent penalties by certified mail sent to the member's last known address prior to October. Failure to pay the dues by October 31 shall automatically suspend the delinquent member.

The names of all members suspended from membership by the nonpayment of dues shall be certified by the Executive Director to the Clerk of the Supreme Court and to each judge of a court of record in this state, after first mailing a copy of such list to each suspended member 10 days before it is filed with the Supreme Court.

(b) Any member admitted to the State Bar on or after July 1 and whose dues are not paid within 60 days after the due date stated on his or her initial dues statement shall be notified of his or her delinquency and the consequent penalties by certified mail sent to the member's last known address within 90 days after the initial due date. Failure to pay initial dues within 120 days from the initial due date shall automatically suspend the delinquent member, and the Executive Director shall certify such suspension in the manner provided by these bylaws.

(c) Whenever a member so suspended for nonpayment of membership dues makes full payment of the amount owing, and in addition thereto the sum of twenty dollars as a penalty, the member shall be reinstated as a member by the Board of Governors, and the fact of reinstatement shall be certified by the Secretary to the Clerk of the Supreme Court. Provided however in the case of any person whose membership dues shall have been in arrears for a period of three or more consecutive years, no application for reinstatement shall be granted unless ordered by the court. Provided further however, that no person whose membership is suspended for the nonpayment of dues shall be entitled to practice law during the period of such suspension.

**SECTION 4. HARDSHIP CASES.** The Executive Director, with the approval of the President, may in individual cases waive or refund dues or penalties in any case where to do otherwise would work an injustice or an undue hardship. All such waivers or refunds shall be reported to the Board of Governors.

**SECTION 5. DUES REDUCTION ARBITRATION PROCEDURE.** (a) Demands for arbitration of the dues reduction under SCR 10.03 (5) (b) shall be made in writing and shall be delivered to the Executive Director of the State Bar within 30 days of receipt of the member's dues statement. Delivery may be made in person or by first class mail, and mailed demands will be deemed delivered upon mailing. Demands shall include the name and address of the member or members demanding arbitration, a brief statement of the claim or objection, and the signature of the member or members.

(b) If one or more timely demands for arbitrations are delivered, the State Bar shall agree to submit the matter forthwith to arbitration. All timely demands for arbitration shall be consolidated for hearing before the arbitrator appointed, and the provisions of ch. 788, Stats., shall apply as if the parties had entered into a written agreement for arbitration. A member demanding arbitration is required to pay his or her dues by October 31 or 15 days following the arbitrator's decision, whichever is later. Failure to pay dues by such date shall automatically suspend the delinquent member.

(c) Upon receipt of all demands for arbitration, the State Bar shall apply for appointment of an impartial arbitrator to the Chief Judge of the Federal District Court for the Western District of Wisconsin.

(d) Members demanding arbitration shall have access to the financial records upon which the State Bar based the determination of the amount of dues that can be withheld. These records shall be available for inspection and copying during normal business hours. Copying shall be at the member's expense.

(e) The arbitrator shall determine the date, time and location of the arbitration hearing(s) and shall so notify the parties at least 15 days prior to said hearing(s). The arbitrator will promptly hold hearings in which the parties will be permitted to participate personally or through a representative. The State Bar shall bear the burden of proof regarding the accuracy of the determination of the amount of dues that can be withheld. All parties will be given the opportunity to present evidence and to present arguments in support of their positions. The following rules shall apply to the arbitration proceedings:

- i. There will be no transcripts or post-hearing briefs.
- ii. The arbitrator will issue an award stating the reasons for the decision within 30 business days of the closing of the hearing. The opinion will be brief, and based on the evidence and arguments presented.
- iii. The arbitrators will charge a maximum of \$100 per hour for services, including the hearing, preparation and study time, and shall be reimbursed for all necessary expenses of the arbitration.
- iv. The hearing shall be held within 60 days of appointment of the arbitrator.
- v. The arbitrator shall not be deemed a necessary party in judicial proceedings relating to the arbitration.
- vi. The arbitrator shall have no authority to add, subtract, set aside or delete from any Supreme Court Rule, or State Bar bylaw.

(f) Members first admitted to the State Bar after the date of notification to members shall be given that notification with their initial dues statements. Such members shall be further notified that they may deliver a demand for arbitration within 30 days following receipt of the notification. If arbitration is pending at the date of delivery of a demand for arbitration by a newly admitted member, the newly admitted member's demand shall be consolidated with the pending arbitration. All of the provisions of this section shall otherwise apply to demands for arbitration filed by newly admitted members.

**History:** Board of Governor's Resolution, 6–17–92, 187 Wis. 2d xxxvii (1994); Board of Governor's Resolution, 1–23–96 202 Wis. 2d xv (1996).

**Article II. Officers. SECTION 1. NOMINATIONS.** The President–Elect, the Secretary and the Treasurer of the State Bar shall be elected from a list of candidates nominated in the following manner:

(a) The President of the Association with approval of the Board of Governors shall appoint a committee of five members to nominate candidates for said offices to be voted on at the next annual election. The nomination committee shall be approved at the first regularly scheduled Board meeting following the annual convention. The committee shall issue a report naming two or more nominees for the Office of President–Elect, two or more nominees for the Office of Secretary and two or more nominees for the Office of Treasurer. Before making its report, the committee shall solicit from the membership the names of members interested in seeking nomination to any office scheduled for election. The committee shall make its report no later than December 15 in each year.

(b) Other persons may be nominated for any of said offices by petition. Each nominee must provide a petition signed by not less than one hundred active members of the Association. The petition must be filed in the Office of the Executive Director on or before the first business day of February of the year of the election. Before such a petition may be filed, the nominee must consent in a written statement to nomination for the office designated in the petition.

**SECTION 2. VOTING AND CANVASS OF BALLOTS.** The provisions of Sections 4 to 8 inclusive of Article III of these By-Laws relat-

ing to the election of members of the Board of Governors shall be applicable also to the election of officers.

**SECTION 3. ELECTION OF CHAIRPERSON OF THE BOARD OF GOVERNORS.** The Board shall elect a Chairperson of the Board of Governors from its members at its last regular meeting each fiscal year. The President shall appoint a nominating committee from the governors at the second to last regular Board meeting of the fiscal year. The committee shall nominate one or more candidates for this office. Those eligible for nomination and election to this office are: all current Board members, including members whose second terms expire that June, except for the President and President–Elect. While serving as Chairperson of the Board, the Chairperson of the Board shall be a governor at large and no longer a district governor.

**SECTION 4. COMMENCEMENT OF TERM OF OFFICE.** The terms of all out-going officers of the Association and the Chairperson of the Board of Governors shall end, and the term of their successors shall commence, on the first day of July.

**Section 5. VACANCIES.** A vacancy is created by the death, incapacity, inability to serve, revocation, suspension, or relinquishment of law licensure, or resignation of an officer, or by removal of an officer pursuant to section 7.

(a) *President.* If the office of President becomes vacant, the President–elect shall succeed to the office of President for the unexpired term of the President and shall serve a one-year term thereafter, if the President–elect was elected as President–elect at the previous annual election.

(b) *President–elect.* A vacancy in the office of President–elect shall be filled by a vote of a majority of the total membership of the Board of Governors. A President–elect so chosen shall succeed to the office of President only if necessary to fill a vacancy as provided for in this section and shall not serve an additional one-year term as President unless elected as such at the next annual election or at an earlier special election as the Board of Governors may require.

(c) *Secretary.* A vacancy in the office of Secretary shall be filled by a vote of a majority of the total membership of the Board of Governors. A Secretary so chosen shall not serve an additional term as Secretary unless elected as such at the next scheduled election for secretary, or at an earlier special election as the Board of Governors may require.

(d) *Treasurer.* A vacancy in the office of Treasurer shall be filled by a vote of a majority of the total membership of the Board of Governors. A Treasurer so chosen shall not serve an additional term as Treasurer unless elected as such at the next scheduled election for treasurer, or at an earlier special election as the Board of Governors may require.

**Section 6. TEMPORARY VACANCY.** If an officer is temporarily unable to perform his or her duties, the Board may appoint a temporary replacement, who shall serve no longer than the remainder of the officer's unexpired term, or until the inability to serve or license status issue is resolved, whichever occurs first.

**Section 7. REMOVAL.** An officer may be removed from office as follows: Revocation, Suspension or Relinquishment of Law License. If an officer's license to practice law is revoked or relinquished during his or her term, the officer shall immediately be removed from office, without further notice. If the officer's license to practice law is suspended for a term less than the time remaining on his or her term, the officer's position will be considered temporarily vacant.

**History:** Board of Governor's Resolution, 9–20–97, 215 Wis. 2d xiii (1997); Board of Governor's Resolutions, 7–17–01, 244 Wis. 2d xiii; Sup. Ct. Order No. 07–10, 07–13, 2008 WI 11, filed and eff. 2–12–08; Board of Governor's Resolution, 6–12–13; Sup. Ct. Order No. 13–13, 2014 WI 52, filed and eff. 7–3–14.

**Article III. Board of Governors. SECTION 1. QUALIFICATIONS OF ELECTORS.** Each member of the Board of Governors shall be elected by the active members of the State Bar eligible to vote in

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the State Bar District in which such member of the Board of Governors has his or her principal office for the practice of law.

**SECTION 2. TERM.** At the annual election members of the Board of Governors shall be elected in the several State Bar districts by the members entitled to vote in each Bar district where there is a vacancy or vacancies for governor or governors whose terms expire.

**SECTION 3. NOMINATION PETITIONS.** Nominations for the Office of Governor shall be by petition signed in respect of each nominee by not less than ten persons entitled to vote for such candidate. Blank forms for that purpose shall be supplied by the Executive Director of the Association on request. Nomination petitions for candidates to be voted on at the annual election in any year shall be filed in the office of the Executive Director not later than the first business day of March of such year, provided that before the filing of such petition a statement shall be endorsed thereon by the nominee to the effect that the nominee consents to nomination for the office designated in the petition. No nominating petition for governor shall be filed on behalf of any member practicing in the same county in which another member is a governor whose term does not expire at the next annual meeting.

**SECTION 4. VOTING LIST.** On the third Friday of March in each year the voting list shall close for the election in that year. Every active member of the Association in good standing on that date shall be entitled to vote in the State Bar District in which the member's principal office for the practice of law is located, for officers of the State Bar and for the governor or governors for such district to be elected that year.

**SECTION 5. MAILING BALLOTS.** On or before the second Friday of April in each year the Executive Director shall prepare and mail required ballots to each active member of the State Bar entitled to vote at the annual election. One form of ballot sent to persons entitled to vote in each State Bar District shall contain the names of the nominees for the several offices of the State Bar to be filled at the annual election, and a separate form of ballot shall contain the names of the nominees for the Office of Governor from such district. If any such person entitled to vote in such election fails to receive his or her ballots, or if it appears that any such ballot has been lost or destroyed, a new ballot shall be furnished to the person by the Executive Director. The fourth Friday of April in each year shall be the last day for voting in such election and no ballots received after that date shall be counted.

**SECTION 6. VOTING OF BALLOTS.** No ballot shall be counted unless returned to the Office of the Executive Director of the Association on or before the last day for voting, in an envelope furnished by the Executive Director marked "Ballot."

**SECTION 7. CHECKING AND CUSTODY OF BALLOTS.** The Executive Director shall receive and have custody of the ballots after they are voted until they are canvassed. All such ballots shall be segregated as to State Bar districts from which they are received. The envelope containing the ballots shall be retained unopened until turned over to the certified public accountant for canvass.

**SECTION 8. CANVASS OF BALLOTS.** The ballots shall be canvassed by a certified public accountant selected by the Executive Committee. The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie vote the Executive Committee shall determine the successful candidate by lot drawn by the Committee. The certified public accountant shall certify the results to the Executive Director, who shall forthwith notify the candidates and announce the results. Upon completion of the canvass, the certified public accountant shall retain the ballots subject to the further order of the Board of Governors.

**Section 9. VACANCY.** A vacancy is created by the death, incapacity, inability to serve, revocation, suspension, or relinquishment of law license, or resignation of a governor, or by removal of a governor pursuant to section 10.

(a) *Governor.* Any vacancy in the office of an elected governor shall be filled by the Board for the remainder of the unexpired

term. Any member appointed to fill such a vacancy shall be eligible for election to two consecutive full terms as a governor. Any vacancy in the office of an appointed public member shall be filled by the Supreme Court. Any vacancy in the office of a division representative shall be filled in accordance with the bylaws of the division.

(b) *Temporary Vacancy.* If a governor is temporarily unable to perform his or her duties, the Board may appoint a temporary replacement, who shall serve no longer than the remainder of the governor's unexpired term, or until the inability to serve or license status issue is resolved, whichever occurs first. The replacement shall be a member whose principal office, or residence, if the member has no principal office, is in the same district as that of the governor who is being temporarily replaced.

**Section 10. REMOVAL.** A Governor may be removed from office as follows: Revocation, Suspension or Relinquishment of Law License. If a governor's license to practice law is revoked or relinquished during his or her term, he or she shall immediately be removed from the Board, without further notice. If the governor's license to practice law is suspended for a term less than the time remaining on his or her term, the Governor's position will be considered temporarily vacant.

**SECTION 11. MEETINGS OF BOARD OF GOVERNORS.** (a) There shall be a regular meeting of the Board of Governors in each year at the time of the annual meeting of members of the State Bar. There shall be at least three additional regular meetings in each year. The meetings shall be on the dates set by the President and announced no later than thirty days following the President's assumption of office on July 1. Special meetings of the Board of Governors may be held at any time upon call of the President, and shall be called by the President upon written request signed by seven members of the Board.

(b) Notice of the time and place of regular and special meetings of the Board shall be given to each member by the Executive Director by mail or telephone at least five days before the meeting. At any regular meeting of the Board any business may be transacted which is within the power of the Board, whether or not specified in the call or notice of the meeting. At any special meeting of the Board, any business may be transacted which is within the power of the Board if specified in the call or notice of the meeting. Members of the Board may participate and vote by telephone at any special meeting, but not at a regular meeting. Members appearing by telephone at a special meeting shall be deemed present for the purpose of determining a quorum. Action by the Board may be taken by a majority of members present at a meeting at which a quorum is present, except action upon legislative proposals, proposed supreme court rule changes and proposed executive agency rule changes shall require approval by a 60% majority of members present at a meeting at which a quorum is present. At any regular or special meeting, any business placed on a consent agenda that is part of the notice or call will be acted upon without debate. Business listed on the consent agenda may be removed by any one governor within a 72-hour notice to the Secretary of the State Bar.

**SECTION 12. MEMBERS OF JUDICIAL COUNCIL.** Upon expiration of the term of office of each member of the Judicial Council selected by the Wisconsin Bar Association pursuant to the provisions of sec. 758.13, Wisconsin Statutes, the successor in such office shall be elected from the active members of the State Bar in the manner provided for the election of officers.

**SECTION 13. AMERICAN BAR ASSOCIATION DELEGATES.** (a) Upon expiration of the term of office of each State Bar delegate of the House of Delegates of the American Bar Association, the successor shall be elected by the Board of Governors and every vacancy thereafter occurring in such office shall be filled in the manner specified below.

(b) The election of delegates shall be held at the meeting of the Board of Governors held in conjunction with the annual meeting of the State Bar of Wisconsin each year.

(c) Qualification for election as State Bar of Wisconsin delegate to the American Bar Association House of Delegates shall be membership in the State Bar of Wisconsin and the American Bar Association and shall be made by petition of nomination to such office endorsed by at least ten members of the State Bar of Wisconsin Board of Governors, except that a candidate for Young Lawyer delegate who is otherwise qualified under section 6.4 of the American Bar Association Constitution shall be nominated by petition endorsed by at least four members of the Young Lawyers Division Board of Directors Members of the State Bar of Wisconsin Board of Governors or, in the case of nomination of the Young Lawyer delegate, members of the Young Lawyers Division Board of Directors, may endorse any number of candidate petitions. Petitions for nomination shall be substantially in the form of petition for election to the State Bar of Wisconsin Board of Governors as prescribed in Article III, Section 3 of the State Bar of Wisconsin Bylaws with appropriate changes in order to make the petition germane to this purpose. Petitions for nominations shall be filed in the office of the Executive Director of the State Bar of Wisconsin no later than the 15th day of April in the year the election is to be held.

(d) Notice of election for terms of delegates expiring at the close of the American Bar Association Annual Meeting each year shall be substantially in the form as the notice attached hereto as Exhibit A. Said notice shall be published in February in an official State Bar publication pursuant to SCR 10.12.

(e) Commencing with delegates elected at the meeting of the Board of Governors held in conjunction with the 1994 Annual Meeting of the State Bar of Wisconsin, no candidate shall be elected to more than three consecutive terms.

**History:** Board of Governor's Resolution, 6–17–92, 187 Wis. 2d xxxvii (1994); Board of Governor's Resolution, 9–20–97, 215 Wis. 2d xiii (1997); Board of Governor's Resolutions, 7–17–01, 244 Wis. 2d xiii; Board of Governor's Resolutions, 6–12–13; Sup Ct. Order No. 13–13, 2014 WI 52, filed and eff. 7–3–14.

**Exhibit A: Notice of Election of State Bar of Wisconsin Delegates to the American Bar Association House of Delegates.** An election of two members or in odd numbered years, one member and one member of the Young Lawyers Division, of the State Bar of Wisconsin to the American Bar Association House of Delegates (House) will be held at the meeting of the Board of Governors on the \_\_\_\_ day of \_\_\_\_ 19 \_\_\_\_\_. Those members interested in representing the State Bar of Wisconsin in such capacity are referred to Article III, Section 11 of the State Bar of Wisconsin Bylaws for qualifications for election and election procedure. Below is a brief description of the American Bar Association House of Delegates as well as the duties of said office.

The House has the ultimate responsibility for establishing Association policy, both as to the administration of the Association and its positions on professional and public issues. The House elects the officers of the Association and members of the Board of Governors upon nomination of the Nominating Committee. The House has sole authority to amend the Association's Bylaws and has authority to amend the Association's Constitution upon concurrence of the Association's Assembly of members. The House authorizes committees and Sections of the Association and has the authority to discontinue them. The House sets the dues for membership upon recommendation of the Board of Governors.

A Delegate is responsible for attending each meeting of the House, participating fully in its proceedings and discharging the responsibilities of the House. The State Bar of Wisconsin reimburses the expenses incurred by its delegates for transportation and lodging for the meeting of the House held at the Annual Meeting of the American Bar Association. The American Bar Association reimburses the expenses, which conform to the American Bar Association policy, incurred by all delegates for transportation to the Mid-year meeting of the House. The State Bar reimburses its delegates for lodging expenses incurred by its delegates at the Mid-year meeting of the house.

It is the responsibility of each Delegate to keep his or her constituency fully apprised of the actions taken by the House, and, to the extent possible, matters pending before the House; and to assist constituent entities in presenting issues of concern for debate and action by the House.

**Article IV. Standing Committees. SECTION 1. (a) Appointment. Number of members. Term.** Each of the standing committees other than the Committee on Legal Assistance and the Continuing Legal Education Committee shall consist of 12 members. The Committee on Legal Assistance shall consist of 18 members, 3 of whom are attorneys employed by legal services, legal aid, or legal assistance providers. The Continuing Legal Education Committee shall consist of 13 members, one of whom must be a member of the Government Lawyers Division. The members of each such committee shall be appointed by the President for a term of three years, so arranged that the term of office of only one-third of the members shall expire in any year. No person is eligible for appointment to the same committee for more than two consecu-

tive terms. The Government Lawyers Division member of the Continuing Legal Education Committee shall be appointed by the President for a term of one year. The chairperson of each committee shall be designated by the President for a term of one year. In the event of any vacancy in any committee it shall be filled by appointment by the President for the unexpired term. Members of committees shall serve until the appointment of their respective successors. A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The Board of Governors may assign powers or duties to any standing committee in addition to those hereinafter set forth.

(b) *Removal for nonattendance.* After two consecutive nonexcused absences from meetings of any committee, the chairperson of the committee shall report said absences to the President. The President shall thereupon notify such member of the member's removal from the committee, and appoint a replacement for the balance of the term of office.

**SECTION 2. COMMITTEE ON CONTINUING LEGAL EDUCATION.** This committee shall provide guidance for the State Bar of Wisconsin's continuing legal education program, which is designed to serve the public interest by improving the competence of lawyers. Competence includes knowledge of substantive and procedural law, principles of ethics and professionalism, and techniques of law practice management. The continuing legal education program should be committed to providing a range of high quality educational and practice resources at competitive prices while recognizing that its long term vitality is dependent upon fiscal responsibility.

**SECTION 3. COMMITTEE ON PROFESSIONAL ETHICS.** This committee shall formulate and recommend standards and methods for the effective enforcement of high standards of ethics and conduct in the practice of law; shall consider the "Rules of Professional Conduct for Attorneys" as adopted by the Wisconsin Supreme Court and the observance thereof, and shall make recommendations for appropriate amendments thereto. The committee shall have authority to express opinions regarding proper professional conduct, upon written request of any member or officer of the State Bar. However, the committee shall not issue opinions as to the propriety of past or present conduct of specific member attorneys unless requested to do so by a grievance committee of the State Bar or by the Board of Governors of the State Bar. Unless waived by the requestor or subject, the identities of all requestors of past and current opinions or advice shall be confidential and information relating thereto shall also remain confidential. Members of the committee or designees who provide ethics advice to member attorneys shall be subject to this requirement of confidentiality.

**SECTION 4. COMMITTEE ON COMMUNICATIONS.** This committee shall create, develop and implement effective means and methods of communication between the State Bar, courts, attorneys, clients, all forms of media and the general public. It shall suggest, encourage and foster the activities of local bar associations in communicating more efficiently and effectively in their respective areas. It shall be responsible for the relations of the State Bar to the public and shall report and make recommendations from time to time to the Board of Governors.

**SECTION 5. COMMITTEE ON LEGAL ASSISTANCE.** This committee shall promote the establishment and efficient maintenance of legal aid organizations equipped to provide legal services to those unable to pay for such service; shall study the administration of justice as it affects persons in the low income groups; and shall study and report on methods of making legal service more readily available to persons of moderate means, and shall encourage and assist local bar associations in accomplishing this purpose.

**SECTION 6. SPECIAL COMMITTEES.** Each special committee shall consist of a number of members determined and appointed

by the President or, if the special committee is a committee of the Board of Governors, such number as shall be determined and appointed by the President with the advice and consent of the Board of Governors. Appointments to special committees shall be for a term of one year. No person is eligible for appointment to the same special committee for more than four consecutive years. Creation or abolition of a special committee by the President is subject to review and approval by the Board of Governors. The Chairperson of each special committee, other than a committee of the Board, shall be designated by the President for a term of one year. The Chairperson of each committee of the Board shall be designated by the Board for a term of one year. In the event of any vacancy in any special committee, it shall be filled by appointment by the President or, in the event of a vacancy in a committee of the Board, by the Board for the unexpired term. Members of the special committee shall serve until the appointment of their respective successors. Each special committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The members of any special committee shall be subject to the removal provisions contained in Section 1(b).

**History:** Board of Governor's Resolution, 6–17–92, 187 Wis. 2d xxxvii (1994); Board of Governor's Resolution, 7–17–01, 244 Wis. 2d xiii.

**Article V. Finance Committee. SECTION 1. COMPOSITION.** There shall be a continuing Special Committee on Finance composed of the President, President–Elect, immediate Past–President, Treasurer, Chairperson of the Continuing Legal Education Committee or his or her designee and four members who shall be appointed by the President and shall be experienced with the governing of the Bar and with financial management. The President shall appoint the chairperson.

**SECTION 2. FUNCTIONS.** The Committee on Finance shall review the annual budget proposed by the Executive Director and make recommendations to the Board of Governors thereon, and shall maintain continuing budget and expenditure scrutiny during the year. The committee shall also deal with other financial aspects of the Association's operation, including review of financial statements and recommendations thereon, pension administration, investment and other asset management, and long–range financial planning; shall serve as a resource on financial policies and procedures for proposed actions of the Board of Governors and the Executive Committee; and shall perform such other functions and duties as are assigned by the Board of Governors, the Executive Committee or the President.

**History:** Board of Governor's Resolution, 6–17–92, 185 Wis. 2d xix (1992); Board of Governor's Resolution, 1–23–96.

**Article VI. Section Organization and Activities. SECTION 1. ESTABLISHMENT, CONSOLIDATION AND DISCONTINUANCE OF SECTION.** Upon approval of an application for the establishment of a new section, the Board of Governors, by a vote of a majority of its members may establish such a section dedicated to a field of law not committed to any other section or committee of the Association. Every application to the Board of Governors for the establishment of a section shall set forth:

- (a) The field of law to which the proposed section is to be dedicated, which shall be within the purposes of the State Bar and outside the field of law committed to any existing section or committee of the Association.
- (b) A statement of the need for the proposed section.
- (c) The proposed by–laws for the government of such section.
- (d) The names of the several committees, if any, of the proposed section.
- (e) A list of members of the Association who have signified their intention of applying for membership in the proposed section.

An application for the consolidation of existing sections shall set forth the information required in the case of an application for establishing a section. Such an application may be granted by the Board of Governors in its discretion, by vote of a majority of the

members of the Board of Governors, but only after notice by mail to the members of such section.

A section may be discontinued by vote of a majority of the members of the Board of Governors but only after notice by mail to the members of such section.

**SECTION 2. MEMBERSHIP OF SECTIONS.** Any member of the State Bar shall be entitled at the member's election to enroll in any section.

**SECTION 3. SECTION OFFICERS AND COUNCIL.** Each section shall have a chairperson and council and such other officers as the section by–laws may provide. The council of a section shall consist of the officers ex officio and such other members as may be provided in the by–laws. No change in the by–laws of any section shall be effective until approved by the Board of Governors.

**SECTION 4. SECTION DUES.** The members of any section may be required to pay section dues in such amount and for such purposes as the section, with the approval of the Board of Governors, may from time to time determine.

**SECTION 5. SECTION MEETINGS.** The officers and directors of each section shall arrange for meetings of the section in conjunction with the annual meeting of the State Bar. Special meetings may be held at such times and places as the section boards and officers may determine.

**SECTION 6. REPORTS.** Each section shall submit to the Board of Governors prior to the annual meeting of the Association in each year a report of the activities of the section.

**SECTION 7. EXPENSES.** Expenditures out of the dues of sections shall be made only by direction of the council of the section; and the treasurer of the State Bar shall pay out of such dues only such amounts as the chairperson of the section shall certify to have been so authorized.

**History:** Board of Governor's Resolution adopted 1–25–00.

**Article VII. Amicus Curiae Briefs.** Briefs *amicus curiae* may be authorized and filed in the name of the State Bar of Wisconsin or one of its sections or divisions pursuant to the following guidelines, policies and procedures:

**SECTION 1. STATE BAR OF WISCONSIN BRIEFS.** (a) *Authorization.* The Board of Governors may authorize the preparation and filing of a State Bar of Wisconsin brief *amicus curiae* by an affirmative vote of at least two–thirds of those members present and voting.

(b) *Appropriate Cases.* Briefs *amicus curiae* may be authorized only when consistent with the purposes of the State Bar, as expressed in SCR 10.02 (2).

(c) *Preparation and Filing of Briefs.* 1. A brief *amicus curiae* may be filed only after review and approval by the President of the State Bar who, in consultation with others as may be necessary and appropriate, shall insure that the brief is of high professional quality and an accurate representation of State Bar policy.

2. In addition to the person or persons actually preparing the brief, the President of the State Bar shall also appear as counsel on the brief.

3. The State Bar shall pay for the costs of printing and filing an *amicus curiae* brief but will pay no legal fees for preparation or review of such brief.

(d) *Role of Individual Members, Committees, Divisions and Sections.* 1. Whenever practicable, appropriate State Bar committees, divisions and sections shall be consulted prior to authorization of an *amicus curiae* brief.

2. Individual members, committees, divisions and sections may recommend that a brief *amicus curiae* be filed in the name of the State Bar of Wisconsin, which recommendation shall include:

- a. A full statement of the facts of the controversy and the status of the litigation;
- b. A statement of the principles of law to be supported with a full explanation of the applicant's reasons for believing that the case is an appropriate one for State Bar involvement;

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c. A statement advising when the recommendation was authorized and a description of any dissenting views when presented by a committee, division or section;

d. A full disclosure of any personal or professional interest in the matter of any proponent of the recommendation, or of any individual member of the section or division directors or officers or committee members which authorized the submission of the recommendation;

e. The name of the person or persons who are proposed to prepare the brief *amicus curiae*;

f. The names of all interested parties to whom a copy of the recommendation has been furnished prior to submission to the Board of Governors or Executive Committee.

(e) *Involvement by State Bar Membership.* 1. Whenever practicable, before the Board of Governors or Executive Committee votes on whether to authorize the filing of an *amicus curiae* brief, notice of the proposed action, inviting comment and recommendations from State Bar members, shall be published pursuant to SCR 10.12 or distributed by a method designed to reach State Bar members as quickly as possible.

2. All comments and recommendations from the membership timely received under (e) (1) shall be considered by the Board of Governors or Executive Committee prior to taking the proposed action.

**SECTION 2. SECTION AND DIVISION BRIEFS.** (a) *Authorization.* No *amicus curiae* brief shall be filed by any committee, section or division of the State Bar of Wisconsin without the authorization provided herein.

1. Upon receipt of any request to file an *amicus curiae* brief from any person, lawyer, committee, section or division of the State Bar, the President or designee shall, as soon as practical, telephonically or electronically communicate such request to counsel for the opposing party in the court below and to any other committee, section or division of the State Bar that reasonably would be expected to have an interest in the issues of the case and invite any timely comment to such request.

2. If a request originates from a court, whether it goes first to a committee, section or division or directly to the Board of Governors, the foregoing paragraph shall not apply.

3. Authorization for the preparation and filing of a brief *amicus curiae* by a committee, section or division shall be by an affirmative vote of at least two-thirds of the members of the Board of Governors present and voting at an official meeting of the Board of Governors.

4. In the event the President of the State Bar of Wisconsin determines it is not feasible or practical for the Board of Governors to meet and act upon a requested authorization to file a brief *amicus curiae*, then Paragraph 3 shall not apply. In such case the President shall electronically communicate the request for such brief and any comments to all members of the Board of Governors, which communication shall be for informational and comment purposes only. The President shall then contact and convene, either in person or through telephonic or electronic communication, a meeting of the Executive Committee of the State Bar of Wisconsin. The committee shall then, where deemed appropriate by the President, assume the responsibilities of the Board of Governors as to the authorization of the preparation and filing of an *amicus curiae* brief by affirmative vote of at least two-thirds of the members of the Executive Committee then participating and voting, provided that those Executive Committee members participating and voting constitute at least a majority of the Executive Committee.

5. If for any reason the President of the State Bar of Wisconsin is unable to assume the duties provided for above, the President-elect shall be authorized to act in the capacity of the President of the State Bar of Wisconsin for the limited purpose of determining whether or not it is feasible and practical to require an authorization of the total Board of Governors, or whether the situation demands immediate action and therefore the convening of the

Executive Committee for the purpose of considering the *amicus curiae* brief request.

6. The President has the discretion to refuse to consider a request to file an *amicus curiae* brief in the event it is not submitted in a timely manner.

(b) *Appropriate Cases.* Briefs *amicus curiae* may be authorized only when consistent with the purposes of the State Bar, as expressed in SCR 10.02 (2) and the purposes of the section or division as expressed in the section bylaws.

(c) *Preparation and Filing of Briefs.* 1. A brief *amicus curiae* may be filed only after review and approval by the chairperson of the section or president of the division who, in consultation with others as may be necessary and appropriate, shall insure that the brief is of high professional quality and an accurate representation of section or division policy and in accordance with the authorization of the Board of Governors.

2. In addition to the person or persons actually preparing the brief, the chairperson of the section or president of the division shall also appear as counsel on the brief.

3. The section or division may pay for the costs of printing and filing an *amicus curiae* brief but may not pay legal fees for preparation or review of such brief.

4. The brief must include a statement that it is filed only by the section or division, not the Board of Governors or any other State Bar entity.

(d) *Role of Individual Members, Committees, Divisions and Sections.* 1. Whenever practicable, appropriate State Bar committees, and other divisions and sections shall be consulted prior to requesting authorization of an *amicus curiae* brief by the Board of Governors.

2. A section or division request for authorization to file an *amicus curiae* brief shall include:

a. A full statement of the facts of the controversy and the status of the litigation;

b. A statement of the principles of law to be supported with a full explanation of the reasons for believing that the case is an appropriate one for section or division involvement;

c. A statement advising when and by what vote it was decided to request authorization to file an *amicus* brief and a description of any dissenting views;

d. A full disclosure of any personal or professional interest in the matter of any individual member or officer or director of the section or division;

e. The name of the person or persons who are proposed to prepare the brief *amicus curiae*;

f. The names of all interested parties to whom a copy of the request for authorization has been furnished prior to submission to the Board of Governors or Executive Committee.

(e) *Involvement by State Bar Membership.* 1. Whenever practicable, before the Board of Governors or Executive Committee votes on whether to authorize the filing of an *amicus curiae* brief, notice of the proposed action, inviting comment and recommendations from State Bar members, shall be published pursuant to SCR 10.12 or distributed by a method designed to reach State Bar members as quickly as possible.

2. All comments and recommendations from the membership timely received under (e) (1) shall be considered by the Board of Governors or Executive Committee prior to taking the proposed action.

**History:** Board of Governor's Resolution, 6–12–13.

## **Article VIII. Indemnification of Officers, Employees, and Agents.**

**SECTION 1. POWER.** The State Bar of Wisconsin (herein State Bar) shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether with or without merit (other than an action, suit or proceeding by or in the right of the State Bar) by reason of the fact that he or she is or was a member of the Board

of Governors of the State Bar or its Executive Committee, an officer or employee of the State Bar, or an agent of the State Bar acting on its behalf as a committee, division, or section member or as an appointee of an officer or the Executive Director of the State Bar (all of the above herein designated as “State Bar Persons”), against expenses, including attorney’s fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she breached or failed to perform any duty resulting solely from his or her status as a State Bar Person unless the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the State Bar or its members in connection with a matter in which the State Bar Person has a material conflict of interest.

(b) A violation of criminal law, unless the State Bar Person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(c) A transaction from which the State Bar Person derived an improper personal profit.

(d) Willful misconduct.

**SECTION 2. EFFECT OF TERMINATION.** The termination of any action, suit or proceeding referred to in Section (1) by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that indemnification of the State Bar Person is not required under this section.

**SECTION 3. SUCCESS ON MERITS.** To the extent that a State Bar Person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section (1), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney’s fees, actually and reasonably incurred by the person in connection therewith.

**SECTION 4. DENIAL OF INDEMNIFICATION.** Any indemnification under section (1) shall be made by the State Bar unless there is a determination that indemnification of the State Bar Person is improper in the circumstances because he or she has breached or failed to perform a duty in a manner described in Section (1) (a) to (d). Such determination shall be made by one of the following subject to review by the court which conducted the action, suit or proceeding or by another court of competent jurisdiction:

(a) By the Executive Committee of the Board of Governors of the State Bar by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceedings; or

(b) By the Board of Governors of the State Bar by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

**SECTION 5. ADVANCE PAYMENT.** Expenses including attorney’s fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the State Bar in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the State Bar Person to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the State Bar as provided in this Article.

**SECTION 6. INSURANCE.** The State Bar shall have power to purchase and maintain insurance on behalf of any State Bar Person against any liability asserted against the person and incurred by him or her in any capacity as a State Bar Person whether or not the State Bar would have to indemnify against such liability under this Article. Where there is insurance coverage the State Bar will not indemnify against attorney’s fees paid by the State Bar Person except where such person has reasonably retained counsel because a claim exceeds the insurance coverage.

**History:** Board of Governor’s Resolution, 6–17–92, 187 Wis. 2d xxxvii (1994).

**Article IX. Amendment.** The provisions of these By-Laws shall be subject to amendment or abrogation by (i) resolution adopted by vote of two-thirds of the members of the Board of Governors, or (ii) action of the members of the Association expressed through the referendum procedure defined in SCR 10.08. When any change in the By-Laws has been made, the Executive Director shall publish notice thereof, including a copy of the amendatory resolution, in an official publication of the State Bar pursuant to SCR 10.12, and he or she shall file a certified copy thereof with the Clerk of the Supreme Court. A petition for review of any such change in the By-Laws will be entertained by the Court if signed by twenty-five or more active members of the Association and filed with the Clerk of the Court within sixty days after publication of notice of such change. Hearing upon such a petition will be pursuant to notice in such manner as the Court may direct.

**History:** Board of Governor’s Resolution, 6–17–92, 187 Wis. 2d xxxvii (1994); Board of Governor’s Resolution, 6–12–13.